

March 29, 2007

Mackenzie Valley Land and Water Board
7th Floor- 4910 50th Avenue
P.O. Box 2130
Yellowknife, NT X1A 2P6

Re: Land Use Application – “El Lake” Camp and Fuel Cache, NTS 75P

Dear Sir or Madam:

Enclosed please find five hard copies and one CD of our application for a Land Use Permit (Class B) to permit camp construction, fuel caching and diamond drilling in the “El Lake” area of the NWT. We are also enclosing a cheque to cover the fees for this application.

We are well aware of the sensitivity of the Akaitcho Nation to mineral exploration activities in this area. Over the last three months, we have been trying to arrange meetings to visit impacted communities, as we understand the wishes of the residents of these communities to discuss implications of mineral exploration before a Land Use Permit application is submitted. The attached Consultation Log documents these attempts. We are still hopeful that meetings will be arranged in the next few weeks to discuss our proposed activities together with how we think those communities would benefit from our activities.

Please let me know if you have any questions about this application.

Sincerely,

Gordon I. Davidson
Vice President, Exploration





Mackenzie Valley Land and Water Board
7th Floor - 4910 50th Avenue
P.O. Box 2130
YELLOWKNIFE NT X1A 2P6
Phone (867) 669-0506
FAX (867) 873-6610

Application for:

New Land Use Permit **Amendment** **to**

1. Applicant's name and mailing address: Bayswater Uranium Corporation Suite 510, 510 Burrard St. Vancouver, BC V6C 3A8	Fax number: (604) 669-8336
2. Head office address: As above. Field supervisor: Gordon Davidson Radiotelephone: to be determined	Telephone number: (604) 687-2153 Fax number: As above.
3. Other personnel (subcontractor, contractors, company staff etc.) contract drill personnel (5), helicopter pilot and engineer (2), geologists (2), cook (1), contract geophysical technicians (2) & local helpers (2) TOTAL: 14 (Number of persons on site) TOTAL PERSON-DAYS AUG 1, 2007 TO MAY 30, 2008 – 600 Similar number of person days expected for 2008 program.	
4. Eligibility: (Refer to section 18 of the <i>Mackenzie Valley Land Use Regulations</i>) a)(i) X a)(ii) a)(iii) b)(i) b)(ii)	

5. a) Summary of operation (Describe purpose, nature and location of all activities.)

This land use permit will support early stage mineral exploration on the "CL" group of claims (Claim names CL-1 to CL-54 inclusive) situated in NTS 75-P-1 and 75-P-8. In addition, work will be carried out on other claim groups as follows: THU-1 to THU-25, THU-227 to THU-382, and THU-530 to THU-538 collectively called the "West Margin" claims. These claim groups are situated in NTS 75-I-11 and 14, 75-P-2, 3, 6, 7, 10 and 11. Figure 1 shows the location of the land holdings.

In 2006, an airborne EM survey was completed over the "CL" group of claims, and conductive responses were noted in the area NNE of "El Lake" (see Figure 1). Limited ground geophysics is planned to be followed by a 5,000 to 10,000 m diamond drill program. Individual drill holes are expected to be 300 to 600 m deep. Approximate areas to be drill tested are noted on attached map (see Figure 1). Specific drill targets will be determined based on the results of detailed geophysics.

Additional airborne geophysical surveys are planned in 2007 over the West Margin claims specified above, and follow-up work on these claims will be contingent on the results obtained. This follow-up work may include diamond drilling.

Material to build a camp together with fuel is to be mobilized to the proposed campsite at the north end of "El Lake" located at

63°15'30"N, 104°27'36"W. Camp construction is planned for August 2007, and geophysical follow-up and drilling will be carried out either in late August / September 2007, or March / April 2008. Summer drill moves will be done with helicopter. Should drilling be carried out in winter conditions, a Timberjack vehicle will be used to move the drill over the snow. Additional work in the summer of 2008 onwards will be contingent on the results of this work. Once these targets have been tested, and no more work is recommended, all material will be removed, and all sites will be fully rehabilitated.

b) Please indicate if a camp is to be set up. (Please provide details on a separate page, if necessary.)

An exploration camp is to be set up at the northern end of "El Lake" at 63°15'30"N, 104°27'36"W (see Figures 1 and 2). The closest community to this camp is Lutselk'e, which is 332 km (207 miles) to the west. This camp will be built with either 2X4 wooden frames covered by insulated tents, or with "Weatherhaven" style tubular aluminum frames and covers. The tents to be erected include a cook / dining tent, office tent, a "dry", a core shack, an outhouse and 5 sleep tents. Core racks will be erected to store drill core.

6. Summary of potential environmental and resource impacts (describe the effects of the proposed land-use operation on land, water, flora & fauna and related socio-economic impacts). Use separate page if necessary.)

Early stage mineral exploration represents a temporary use of the land, and if conducted properly should have no deleterious effects on the natural environment. Specific means to mitigate any impacts are given below:

Wildlife – The area covered by this land use application is known to contain a variety of wildlife. The most significant species are barrenland caribou, musk ox, barrenland grizzly bears and wolverines. Caribou within the area are thought to be part of the Beverley herd, which migrates northward in the spring, and southward in the fall. There are no calving or post-calving areas within the area covered by this land use permit application. All exploration personnel will be instructed to avoid interaction with wildlife. If herds of caribou are encountered, all exploration work in the area occupied and surrounding these herds will cease until the caribou have moved on. Helicopters will not be permitted to fly less than 300 m above any herds of caribou. It is planned to hire a resident of the community of Lutselk'e as an environmental monitor. Records of all wildlife encountered will be kept in the camp, and will be available for inspection at any time.

Land and Vegetation – Impacts on the land and vegetation by the camp are expected to be small scale and temporary. The area is above the treeline, and very little damage to vegetation is anticipated. If it seems that vegetation is being damaged at the camp, wooden pallets will be used to create sidewalks. There will be no land disturbance during camp construction or drilling as all structures will be leveled with wooden blocks, and there will be no need for grading. There will be no soil contamination since all waste products are to be backhauled to Yellowknife for disposal.

Water – The area is underlain by permafrost, so there are no groundwater issues. Most of the area covered by this proposed land use permit is part of the Thelon River drainage system. However, as shown in Figure 1, Bayswater's property does not impinge upon the Thelon River. The camp and drilling operations will require the use of lake water from El Lake. Total water use at the camp is estimated at about 500 litres per day, and diamond drill typically uses about 2000 litres per day. This amount is insignificant compared with the total estimated water volume of El Lake. Drill return water and grey water from the camp will be disposed of in natural sumps at least 100 m from the high water marks of lakeshores.

Socio-economic – The closest impact community is Lutselk'e, located 332 km (207 miles) to the west. Ongoing communications with the community will determine the impacts upon that community. Bayswater Uranium would like to direct as many economic benefits to the community as possible in the operation of this exploration project such as the purchase of groceries and other camp equipment as well as hiring personnel to work at the camp. Bayswater will endeavor to do this if the residents want to see these benefits. The hiring of an environmental monitor from the community to observe wildlife in the project area will be helpful in many ways. This individual will be able to report back to the community about the wildlife density and movement, and any perceived impacts of Bayswater's exploration work on this wildlife. In addition, field trips are planned to bring interested residents from Lutselk'e to observe activities in the camp. Otherwise, due to the small-scale exploration program planned, and the distance from the property to the community, impacts on the communities are thought to be minimal.

7. Proposed restoration plan (please use a separate page if necessary).

All structures at the camp will be dismantled and removed back to Yellowknife at the conclusion of exploration activities. All fuel drums and any other debris will also be cleaned up. The only structure that will be left behind will be core racks containing drill core from diamond drilling. All drill sites will be thoroughly cleaned.

8. Other rights, licences or permits related to this permit application (mineral rights, timber permits, water licences, etc.)

This land use permit will support early stage mineral exploration on the “CL” group of claims (Claim names CL-1 to CL-54 inclusive with tag numbers K00315 to K00362 inclusive) situated in NTS 75-P-1 and 75-P-8. In addition, work will be carried out on other claim groups as follows: THU-1 to THU-25, THU-227 to THU-382, and THU-530 to THU-538 collectively called the “West Margin” claims. These claim groups are situated in NTS 75-I-11 and 14, 75-P-2, 3, 6, 7, 10 and 11. All these claims are held by Aurora Geosciences Ltd by whom they were staked on behalf of Bayswater Uranium. They are currently in the process of being transferred to Bayswater Uranium Corp.

Bayswater Uranium Corp. holds Prospectors Licence #33544 issued by Indian and Northern Affairs Canada entitling Bayswater Uranium Corp. to carry out exploration activities in the NWT.

Gordon I. Davidson, P.Geol. (registration # L474) supervises all exploration activities in the NWT on behalf of Bayswater Uranium Corp.

Roads: NA Is this to be a pioneered road? Has the route been laid out or ground truthed?

9. Proposed disposal methods.

- a) Garbage: c) Brush & trees: NA
 All garbage to be incinerated on site; burned residue and non-burnable waste to be flown to Yellowknife for disposal. The quantities of waste to be sent to Yellowknife will be modest – less than 1 cubic metre per week.
- b) Sewage (Sanitary & Grey Water): d) Overburden (Organic soils, waste material, etc.): NA
 Sewage to be buried in a pit at camp; grey water to be disposed of in a natural sump.

10. Equipment (includes drills, pumps, etc.) (Please use separate page if necessary.)

Type & number	Size	Proposed use
1 Drill (Longyear LF-70 or equivalent) with pumps and coil stoves	Drill Rig: ~3000 kg Pumps, shack & tower: ~5000 kg	Drill holes to retrieve drill core.
1 Timberjack 340	~ 3000 kg	Moving drills on snow
1 Helicopter (206L or equivalent)	Capable of carrying 4 passengers & moving drill.	Capable of carrying 4 passengers & moving drill.
2 Portable water pumps	3 hp 2 inch	provide water to camp
1 Generator	15 KVA	Electrical requirements for camp

11. Fuels	()	Number of containers	Capacity of containers	Location
Diesel		125	205 litres	El Lake camp
Gasoline		3	205 litres	El Lake camp
Aviation fuel		200	205 litres	El Lake camp
Propane		30	100 lb cylinders	El Lake camp
Other				

12. Containment fuel spill contingency plans. (Please attach separate contingency plan if necessary).

Fuel drums will be placed in natural depression at least 100 m from the nearest water body and 100 m from the camp. Drums will be inspected regularly for any leakage and repaired immediately. Absorbent matting will be available to clean up any spilled fuel. All fuel spills will be reported to the 24-hour NWT Spill Report Line.

13. Methods of fuel transfer (to other tanks, vehicles, etc.)

Electric transfer pumps and hand operated wobble pumps will be used to transfer fuel from drums to the helicopter and to oil burning stoves in the tents and the drill.

14. Period of operation (includes time to cover all phases of project work applied for, including restoration)

Initial operation as described above: August 1, 2007 to May 31, 2008.

Additional exploration work combined with restoration at conclusion of project: June 1, 2008 to July 31, 2012.

15. Period of permit (up to five years, with maximum of two years of extension).

5 years applied for (August 1, 2007 to July 31, 2012)

16. Location of activities by map co-ordinates (attach maps and sketches) See Figures 1 and 2.

Minimum latitude (degrees, minutes, seconds)

62°31'00" N

Maximum latitude (degrees, minutes, seconds)

63°40'00" N

Minimum longitude (degrees, minutes, seconds)

104°14'00" W

Maximum longitude (degrees, minutes, seconds)

105°30'00" W

Map Sheet no. 75-I-11, 14; 75-P-1, 2, 3, 6, 7, 8, 10, 11

17. Applicant

Print name in full Gordon I. Davidson

Signature

Date March 28, 2007

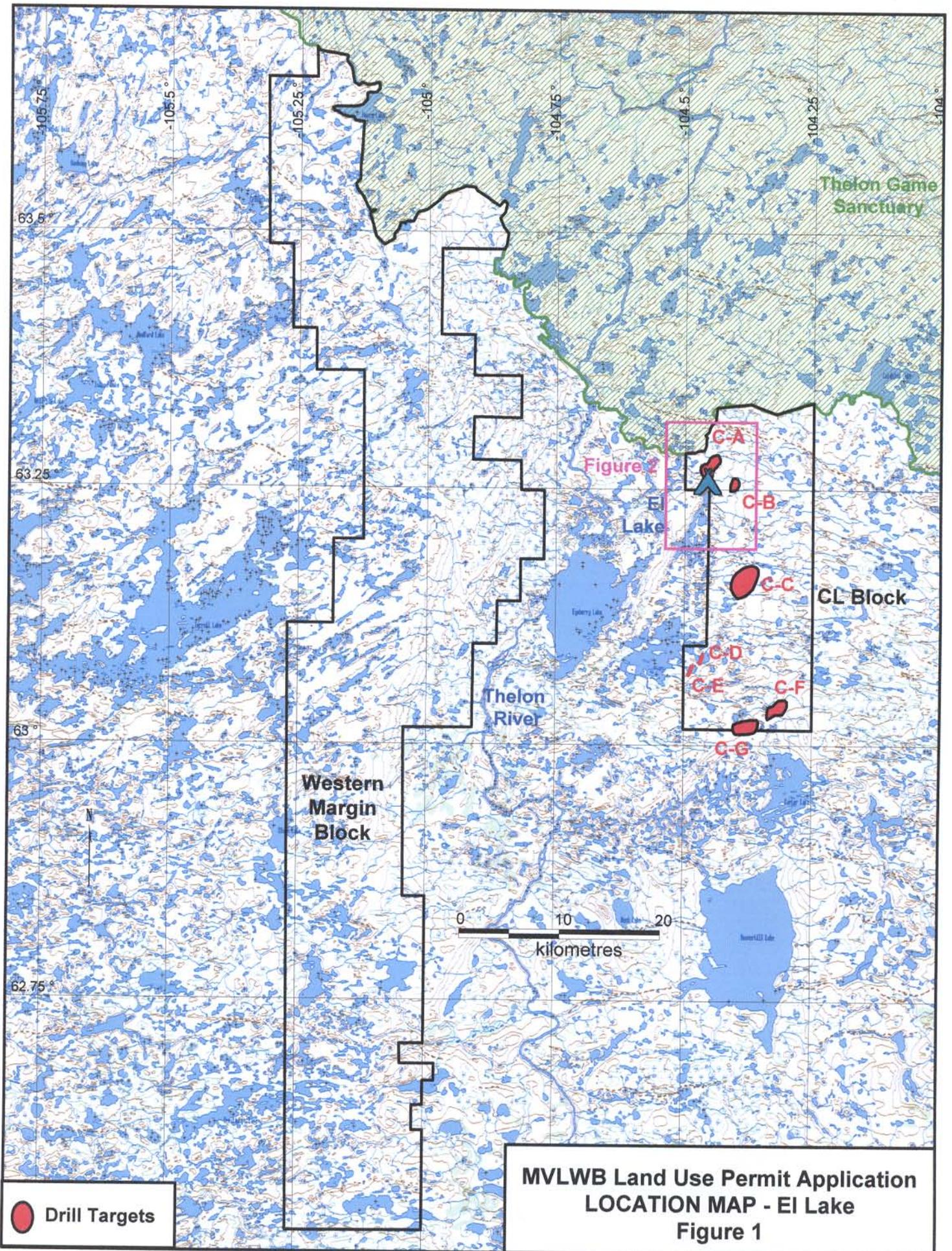
18. Fees Type A - \$150.00 ** Type B - \$150.00 ** (**Application Fees are Non-Refundable**)

Land use fee: 2 hectares @ \$50.00/hectare \$ 100.00

Assignment fee \$50.00 \$ 50.00

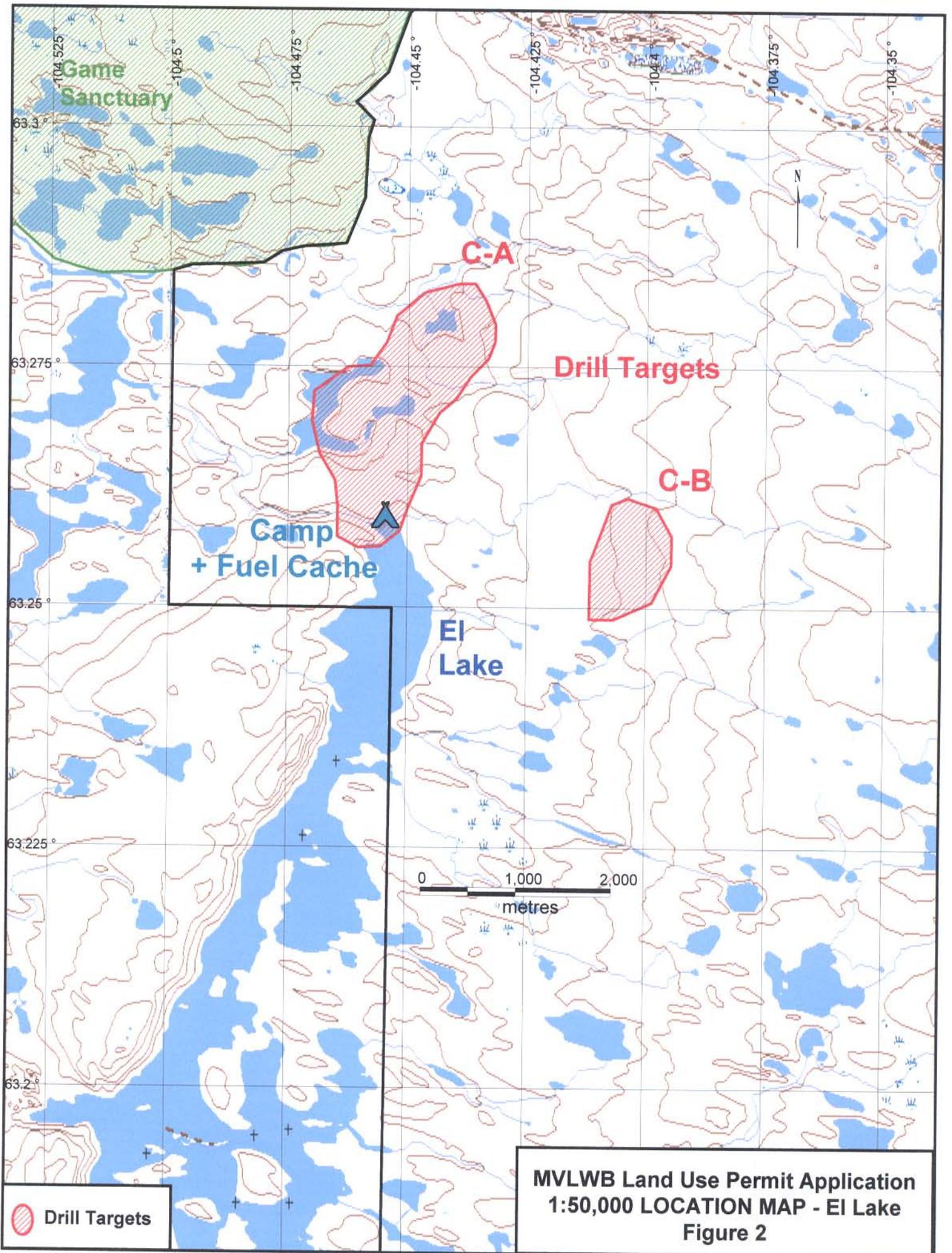
Total application and land use fees \$ 300.00

Please make all cheques payable to "Receiver General of Canada"



● Drill Targets

MVLWB Land Use Permit Application
LOCATION MAP - El Lake
Figure 1



**MVLWB Land Use Permit Application
1:50,000 LOCATION MAP - El Lake
Figure 2**

Community Consultation Log – Bayswater Uranium

Last updated March 27, 2007 12:44 PT

Date	Time	Contact	Details
Jan 5, 2007	9:54	Permits, MVLWB	e-mail to: requesting clarification of stakeholder distribution list. Differences in Uravan and UREnergy lists.
Jan 5, 2007	10:18	Kellie Emon, DIAND	e-mail to: introduction and request community advice
Jan 5, 2007	13:08	Peter Lennie-Misgeld, MVLWB	e-mail from: clarification of distribution list and attachment of appropriate list.
Jan 11, 2007		Chief Jonasson	Letter to: introduction and request to meet
Jan 11, 2007		Chief Peter Liske	Letter to: introduction and request to meet
Jan 11, 2007		Chief Fred Sangris	Letter to: introduction and request to meet
Jan 11, 2007		Chief Robert Sayine	Letter to: introduction and request to meet
Jan 11, 2007		Chairperson Sayine	Letter to: introduction and request to meet
Jan 11, 2007		President Cardinal	Letter to: introduction and request to meet
Jan 11, 2007		President Tordiff	Letter to: introduction and request to meet
Jan 11, 2007		Ethel Liske	Letter to: introduction and request to meet
Jan 11, 2007		Stephen Ellis	Letter to: introduction and request to meet
Jan 11, 2007		President Enge	Letter to: introduction and request to meet
Jan 11, 2007		Ron Robillard	Letter to: introduction and request to meet
Jan 11, 2007		Mayor McKay	Letter to: introduction and request to meet
Jan 15, 2007	12:22	Barry Hunter, Athabaska Dene	e-mail from requesting maps and further information
Jan 19, 2007	12:09	Barry Hunter, Athabaska Dene	e-mail to will send info asap
Jan 22, 2007	15:31	Sheryl Grieve, NSMA	e-mail from requesting map and opportunity to meet
Jan 28, 2007	9:47	Sheryl Grieve, NSMA	e-mail to: will send info asap
Feb 2, 2007	08:00	Sheryl Grieve, NSMA	e-mail to: commit to send map and query availability to meet during week of Feb 19.
Feb 2, 2007	08:16	Barry Hunter, Athabasca Dene	e-mail to: commit to send map and query availability to meet during week of February 19.
Feb 3, 2007	13:14	Barry Hunter, Athabasca Dene Diana McDonald, PAGC	e-mail to: query meeting availability
Feb 12, 2007	10:46	Barry Hunter, PAGC	e-mail from: no map received yet
Feb 12, 2007	12:55	Barry Hunter, PAGC	e-mail to: include map, query availability to meet

Feb 13, 2007		04:45	Diana McDonald, PAGC	e-mail to: query availability to meet
Feb 13, 2007		08:32	Sheryl Grieve, NSMA	e-mail to: attach map and query availability to meet during week of March 12
Feb 13, 2007		06:25	Diana McDonald, PAGC	e-mail from: confirmed availability to meet in March
Feb 13, 2007		08:49	Steve Ellis, IMA	e-mail to: request advice / assistance re: consultation with Akaitcho chief's
Feb 15, 2007		08:04	Stephen Ellis, IMA	e-mail from: advise re consultation (letter not received by correct people). Will send letter on views re uranium – similar to UR Energy response.
Feb 16, 2007		09:45	Barry Hunter, PAGC	e-mail from: thanks for maps. Will review and advise re consultation
Feb 16, 2007		15:08	Stephen Ellis, IMA	e-mail to: thank you for advice. Will re-send letter and map to people listed.
Feb 16, 2007		15:09	Barry Hunter, PAGC	Email to: thank you for response.
Feb 16, 2007			Monica Krieger, LKDFN	Fax Letter and map – request for meeting
Feb 16, 2007			Rosy Bjornson, DKFN	Fax Letter and map – request for meeting
Feb 16, 2007			Phil Moonson, YKDFN	Fax Letter and map – request for meeting
March 8, 2007		10:37	Barry Hunter, PAGC	e-mail from: information and request to meet
March 9, 2007		10:54	Barry Hunter, PAGC	e-mail to: thank you for communication and will confirm opportunity to meet
March 9, 2007		11:03	Barry Hunter, PAGC	e-mail from: will confirm dates
March 9, 2007		15:18	Stephen Ellis, IMA	e-mail to: query interest in meeting at end of March
March 9, 2007		15:18	Monica Krieger, LKDFN	e-mail to: query interest in meeting at end of March
March 9, 2007		15:18	Phil Moonson, YKDFN	e-mail to: query interest in meeting at end of March
March 9, 2007		15:18	Rachel Grapeau, YKDFN	e-mail to: query interest in meeting at end of March
March 13, 2007		13:40	Steve Ellis, IMA	e-mail from requesting provide letter to DKFN also
March 13, 2007		15:08	Rosy Bjornson, DKFN	E-mail to: query invitation to meet
Mar 14, 2007		08:54	Rosy Bjornson, DKFN	E-mail from – will speak with Chief and council about proposed meeting and will get back to DL
Mar 14, 2007		10:04	Steve Ellis, IMA	e-mail to: query advise
Mar 14, 2007		11:01	Steve Ellis, IMA	e-mail from: advice re consultation with DKFN, precautionary principle
Mar 20, 2007		07:55	Barry Hunter, PAGC	e-mail to: progress to confirm meeting dates?
Mar 20, 2007		08:05	Barry Hunter, PAGC	e-mail from: no response from Athabasca Dene, will follow up and let us know
Mar 20, 2007		08:10	Steve Ellis, IMA	e-mail to: request response to letter / e-mail
Mar 20, 2007		08:15	Rosy Bjornson, DKFN	E-mail to: request response to previous e-mail

Mar 20, 2007	08:15	Monica Kruger, LKDFN	e-mail to: request response to previous letter email
Mar 20, 2007	08:15	Rachel Crapeau, YKDFN	e-mail to: request response to previous letter e-mail
Mar 20, 2007	08:15	Phil Moonson, YKDFN	e-mail to: request response to previous letter e-mail
Mar 20, 2007	11:17	Rosy Bjornson, DKFN	e-mail from requesting fax number for Bayswater
Mar 20, 2007	11:20	Rosy Bjornson, DKFN	e-mail to: Bayswater/Lockett fax numbers provided
Mar 21, 2007		Chief Bill Norn, DKFN	Faxed letter re: consultation and budget for meeting
Mar 23, 2007	10:09	Rosy Bjornson, DKFN	e-mail from: confirmation of budget and breakdown as well as proposed reduced budget
Mar 23, 2007	12:14	Rosy Bjornson, DKFN	E-mail to: thank you for budget breakdown. Will forward to Gord Davidson for discussion
Mar 27, 2007	12:40	Bill Norn, DKFN	Faxed letter: confirmation of budget breakdown and request for suggested meeting dates.